



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2385
Docket No. BN 6883

FEDERAL EXPRESS

July 26, 1989

RECORDATION NO. 8398-1A FILED 1425

9-212A021 JUL 31 1989 - 12 35 PM

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

Re: Document for Recordation: Bill of Sale and Release of
Security Interest to Burlington Northern Inc. (now
Burlington Northern Railroad Company) Conditional Sale
Agreement

Dear Ms. Lee:

I am enclosing six counterparts of the document described
below to be recorded pursuant to Section 11303, Title 49 of
the United States Code.

The document to be recorded, a secondary document, is a Bill
of Sale and Release of Security Interest, dated July 20,
1989, by which all right, title and interest in and to the
existing equipment covered by the Burlington Northern Inc.
(now Burlington Northern Railroad Company) Conditional Sale
Agreement, dated as of June 1, 1976, is conveyed to
Burlington Northern Railroad Company.

The Conditional Sale Agreement, the primary document to which
the Bill of Sale and Release of Security Interest is con-
nected, was recorded with the Interstate Commerce Commission
on July 6, 1976, and assigned Recordation No. 8398.

The names and addresses of the parties to the transaction
are:

Agent: LaSalle National Bank (formerly Lake View
Trust and Savings Bank)
3201 North Ashland
Chicago, Illinois 60657

Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

Ms. Mildred Lee
July 26, 1989
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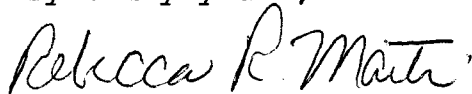
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit A of said document.

A fee of \$13.00 is enclosed for recording the Bill of Sale and Release of Security Interest. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest,
dated July 20, 1989, to the Burlington Northern
Inc. (now Burlington Northern Railroad Company)
Conditional Sale Agreement (ICC Recordation
No. 8398, July 6, 1976), conveying the equipment
described on Exhibit A of said document.

Very truly yours,

A handwritten signature in cursive script that reads "Rebecca R. Martin".

Rebecca R. Martin
Legal Assistant

RRM/ab,11
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/1/89

OFFICE OF THE SECRETARY

Rebecca R. Martin
Legal Assistant
Burlington Northern Railroad
3800 Contintntal Plaza
777 Main St.
Ft. Worth Texas 76102

Dear: Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/31/89 , at 12:35pm , and assigned recordation number(s). 8398-A ,8802-A,9974-A,10004-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 8398-A
FILED 1425

JUL 31 1989 - 12 35 PM
INTERSTATE COMMERCE COMMISSION

Executed in 9 Counterparts
of which this is No. 6

BILL OF SALE
AND
RELEASE OF SECURITY INTEREST

WHEREAS, LaSalle National Bank (formerly Lake View Trust and Savings Bank) (hereinafter referred to as the "Agent") and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Repair and Conditional Sale Agreement dated as of June 1, 1976 (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit A hereto (hereinafter referred to as the "Equipment");

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on July 6, 1976, and assigned Recordation No. 8398; and

WHEREAS, the Agent has been paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW, THEREFORE, the Agent, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full, (b) sell, assign, convey, and transfer to the Railroad all its right, title, and property interest in the Equipment described in Exhibit A, and (c) release any security interest it may have had in the Equipment described

in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, claims, security interests, and encumbrances, of any person whatsoever, created or retained by the Agreement.

This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, LaSalle National Bank, as Agent as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be duly affixed and attested by its officers thereunto duly authorized this 20 day of

July, 1989.

LaSALLE NATIONAL BANK

By:

R. W. Kinzie
R. W. KINZIE
SENIOR VICE PRESIDENT

ATTEST:

G. R. Reinhard

G. R. Reinhard
Asst. Vice President & Asst. Secretary

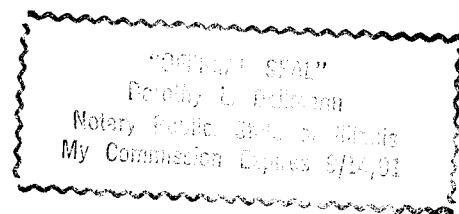
STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 20th day of July, 1989, before me personally appeared R.W. Kinzie and G. R. Reinhard, to me personally known, who, being by me duly sworn, says that they are Sr. Vice President & Assistant Secretary ~~of the LaSalle National Bank~~ of the LaSalle National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and ~~they~~ ^{they} acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires:

9/14/91



EQUIPMENT
EXHIBIT A
PAGE 1

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
96	50' Insulated Boxcars	746900-746905, 746907-746909, 746911-746934, 746936-746948, 746950-746999
54	50' Wide Door Boxcars	217350, 217352-217360, 217362-217367, 217369-217372, 217374, 217376, 217377, 217379-217381, 217383, 217385, 217386, 217388, 217390, 217392, 217396-217398, 217402-217404, 217406, 217408, 317900-317911, 317913, 317914
23	53'-6" Flatcars	606775-606783, 606785-606793, 606795-606799
28	Steel Cabooses	10331-10334, 10336-10349, 10351-10360